

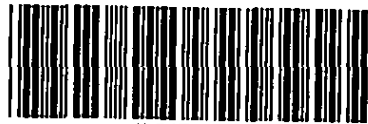
Company Registration No. 3839574

Stoll Moss Group Holdings Limited

Annual Report and Financial Statements

30 June 2013

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Stoll Moss Group Holdings Limited

Report and financial statements 2013

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Stoll Moss Group Holdings Limited

Report and financial statements 2013

Officers and professional advisers

Directors

I K Chester
J P C Hull
M G Wordsworth
B W Wragg

Secretary

P H Chhaya

Registered Office

17 Slingsby Place
London
WC2E 9AB

Bankers

Bank of Scotland plc
Ground Floor
10 Gresham Street
London
EC2V 7AE

Stoll Moss Group Holdings Limited

Directors' report

The directors present their annual report and the unaudited financial statements for the 52 weeks ended 30 June 2013 (2012 53 weeks ended 1 July 2012)

This directors' report has been prepared in accordance with the special provisions relating to small companies under section 415A of the Companies Act 2006

Business review and principal activities

The loss for the period, after taxation, amounted to £33,186,000 (2012 profit £11,433,000) The company's loss in the current year is driven by an exceptional group restructuring charge, partly offset by a dividend received The profit in the prior year was derived solely by interest receivable from group undertakings

During the year, the company was part of a group restructure As part of the restructure, the company's ultimate parent entity changed from Really Useful Investments Limited to Really Useful Group Investments Limited The ultimate controlling party has not changed as part of the restructure

The company, as part of the restructure, disposed of its holdings in its subsidiary company, SMT Entertainment Limited, to Really Useful Theatres Holding Limited The disposal was satisfied in part via forgiveness of the intercompany debtor balance the company was owed by SMT Entertainment Limited Remaining intercompany debtor and creditor balances were settled and an interim dividend received Post restructure, the company has been left with net assets of £287,000

The company's principal activity is that of a holding company

Principal risks and uncertainties

The company has no operating activities At the balance sheet date, the company has no third party debt It therefore has minimal exposure to financial risks such as credit risk, cash flow and liquidity risk

Dividends

An interim dividend of £80,081,357 (£1.59 per share) was declared to the parent company during the year, on 27 July 2012 (2012 £nil) This dividend was in settlement of receivable balances owed to the company by the parent entity and other group entities The directors do not recommend the payment of a final dividend

Directors

The directors who served throughout the period and up to the date of this report, except as noted, were as follows

B D Chakraborty	(resigned 1 March 2013)
I K Chester	(appointed 1 March 2013)
J P C Hull	(appointed 29 October 2012)
M G Wordsworth	
B W Wragg	(appointed 29 October 2012)

Going concern

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future Accordingly they continue to adopt the going concern basis in preparing the financial statements

Further details regarding the adoption of the going concern basis can be found within the principal accounting policies in the notes to the financial statements

Stoll Moss Group Holdings Limited

Directors' report (continued)

Environment

The Really Useful Group Investments Limited group recognises the importance of its environmental responsibilities and implements policies to reduce any damage that might be caused by the group's activities. The company operates in accordance with group policies and initiatives designed to minimise the company's impact on the environment. These policies include recycling and reduction of energy consumption.

Approved by the Board and signed on its behalf by

A handwritten signature in black ink, appearing to read 'M.G. Wordsworth', with a long horizontal flourish extending to the right.

M G Wordsworth
Director

24 March 2014

17 Slingsby Place
London
WC2E 9AB

Stoll Moss Group Holdings Limited

Directors' responsibilities statement

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that year. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Stoll Moss Group Holdings Limited

Profit and loss account Period ended 30 June 2013

	Notes	52 weeks ended 30 June 2013 £'000	53 weeks ended 1 July 2012 £'000
Cost of Fundamental Group Restructure	4	(40,000)	-
Dividends from shares in group companies		6,814	-
Interest receivable	5	-	11,616
(Loss)/profit on ordinary activities before taxation		(33,186)	11,616
Tax charge on (loss)/profit on ordinary activities	6	-	(183)
Retained (loss)/profit for the financial period	13	(33,186)	11,433

All activities relate to continuing operations

No statement of total recognised gains and losses has been presented on the grounds that there are no differences between reported (losses)/profits and total recognised gains or losses in either the current or prior periods

The accompanying notes form an integral part of this profit and loss account

Stoll Moss Group Holdings Limited

Balance sheet 30 June 2013

	Notes	30 June 2013 £'000	1 July 2012 £'000
Fixed assets			
Investments	7	-	89,397
Current assets			
Debtors amounts falling due within one year	8(a)	7,815	14,881
Debtors amounts falling due after more than one year	8(b)	-	65,651
		7,815	80,532
Creditors: amounts falling due within one year	9	(2)	(8,029)
Net current assets		7,813	72,503
Total assets less current liabilities		7,813	161,900
Creditors: amounts falling due after more than one year	10	(7,526)	(46,179)
Net assets		287	115,721
Capital and reserves			
Called up share capital	11	-	50,366
Profit and loss account	13	287	65,355
Shareholder's funds	14	287	115,721

The accompanying notes form an integral part of this balance sheet

For the year ending 30 June 2013 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies

Directors' responsibilities

- the members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476, and
- the directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts

The financial statements of Stoll Moss Group Holdings Limited, registered number 3839574, were approved by the board of directors and authorised for issue on 24 March 2014

They were signed on its behalf by



I K Chester
Director

Stoll Moss Group Holdings Limited

Notes to the financial statements Year ended 30 June 2013

1. Principal accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the period and also the preceding period.

Basis of presentation

The company's accounting year covers the 52 weeks ended 30 June 2013. The comparative period covered the 53 weeks ended 1 July 2012.

Basis of accounting

The financial statements are prepared under the historical cost convention, and in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Basis of consolidation

The company has taken advantage of the exemption conferred by sections 400(1) and 400(2) of the Companies Act 2006 not to prepare group accounts. The accounts present information about the company as an individual undertaking and not about its group.

Cash flow statement

As the company is a wholly-owned subsidiary of Really Useful Group Investments Limited, the cash flows of the company are included in the consolidated cash flow statement of Really Useful Group Investments Limited. The company is exempt under the terms of FRS 1 (*Revised 1996*) *Cash Flow Statements* from publishing a cash flow statement.

Going concern

The company's business activities, together with the factors likely to affect its future development, performance and position are set out in the business review on page 2.

At the balance sheet date the company has net assets of £287,000 and has no third party debt. Group companies owing sums to the company are able to meet their obligations to the company and the group continues to fully support the company.

After making enquiries, the directors have a reasonable expectation that the company and the group have adequate resources to continue in existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

Investments

Investments held as fixed assets are stated in the balance sheet at cost less provision for impairment. Where the recoverable amount is less than the cost and this is considered to represent an impairment in value, full provision for the unrealised loss is charged in the profit and loss account.

Income from the company's investments is recognised on an accruals basis.

Interest

Interest receivable represents interest received and accrued on inter-company loans.

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Stoll Moss Group Holdings Limited

Notes to the financial statements Year ended 30 June 2013

1. Principal accounting policies (continued)

Group relief

The company and its related companies utilise the application of group relief whereby current year tax losses from one company will be surrendered to a company with current year taxable profits. The amount surrendered from the loss-making company will not exceed the amount of the profit-making company's taxable profits.

To the extent that losses are surrendered to shelter profits recognised in the accounts, the profit-making company will utilise the tax loss surrendered and book an amount equivalent to the tax saving in its intercompany account.

Deferred taxation

Deferred tax is accounted for in accordance with FRS 19 *Deferred Tax*. Deferred tax is provided for in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no commitment to sell the asset, or on unremitted earnings of subsidiaries and associates where there is no commitment to remit these earnings. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

2. Operating profit

The company is exempt from audit under section 479A of the Companies Act in the current year. In the prior year, the remuneration of the auditor for the audit of the financial statements, which was borne by a related company, Really Useful Theatres Limited, was £2,000. No amounts for other services were paid to the auditor.

3. Employee and directors' emoluments

The company had no employees (2012: none) and the directors received no remuneration from the company during the period (2012: £nil). Directors are remunerated by group holding companies. It is impractical to split this remuneration between group subsidiaries.

Stoll Moss Group Holdings Limited

Notes to the financial statements Year ended 30 June 2013

4. Exceptional costs arising on group restructure

	52 weeks ended 30 June 2013 £'000	52 weeks ended 1 July 2012 £'000
Impairment of an investment (note 7)	<u>40,000</u>	<u>-</u>

5. Interest receivable

	52 weeks ended 30 June 2013 £'000	52 weeks ended 1 July 2012 £'000
Interest receivable from group undertakings	<u>-</u>	<u>11,616</u>

6. Tax on (loss)/profit on ordinary activities

(a) Tax on (loss)/profit on ordinary activities

	52 weeks ended 30 June 2013 £'000	52 weeks ended 1 July 2012 £'000
The tax charge is made up as follows		
<i>Current tax</i>		
UK corporation tax		
Current year group relief	<u>-</u>	<u>(183)</u>
Total current tax charge for the period	<u>-</u>	<u>(183)</u>

The UK corporation tax expense is based on a blended rate of the UK statutory rates of corporation tax during the year to 30 June 2013 of 23.75% (2012: 25.5%) and reflects the reduction in the UK corporation tax rate from 24% to 23% from April 1 2013.

Stoll Moss Group Holdings Limited

Notes to the financial statements Year ended 30 June 2013

6. Tax on (loss)/profit on ordinary activities (continued)

(b) Factors affecting current tax charge

The tax assessed on the (loss)/profit on ordinary activities for the period is lower than the standard rate of corporation tax in the UK of 23.75% (2012: 25.5%). The differences are reconciled below

	52 weeks ended 30 June 2013 £'000	52 weeks ended 1 July 2012 £'000
(Loss)/profit on ordinary activities before tax	(33,186)	11,616
UK Corporation tax credit/(charge) at 23.75% (2012: 25.5%)	7,881	(2,962)
Effects of		
Non-deductible exceptional impairment relating to group restructure	(9,500)	
Non-taxable dividend income	1,619	2,779
Total current tax charge for the period	-	(183)

7. Investments

	Shares in group undertakings £'000
Net book value:	
At 2 July 2012	89,397
Impairment (note 4)	(40,000)
Disposals	(49,397)
At 30 June 2013	-

As part of a group restructure, the company disposed of its holdings in the following companies to Really Useful Theatres Holding Limited. The disposal was satisfied via intercompany creditor balances. All companies disposed of are incorporated in United Kingdom.

Stoll Moss Group Holdings Limited

Notes to the financial statements Year ended 30 June 2013

7. Investments (continued)

The following companies were disposed of during the current year. All companies are incorporated in the United Kingdom.

Name of company	Holding	Proportion of voting rights and shares held	Nature of business
SMT Entertainment Limited	Ordinary shares	100%	Holding company
*SMT Leisure Limited	Ordinary shares	100%	Holding company
*Really Useful Theatres Group Limited	Ordinary shares	100%	Theatre management
*New London Theatre Properties Limited	Ordinary shares	100%	Theatre management
*Pridealpha Limited	Ordinary shares	100%	Investment company
*Really Useful Theatres Limited	Ordinary shares	100%	Theatre management
*New London Theatre Limited	Ordinary shares	100%	Holding company
*Stoll Moss Theatres (Pension Trustees) Limited	Ordinary shares	100%	Dormant
*The Adelphi Theatre Company Limited	Ordinary shares	50%	Theatre management
* Held by a subsidiary undertaking			

8.(a) Debtors: amounts falling due within one year

	2013 £'000	2012 £'000
Amounts owed by group undertakings	-	257
Amounts owed by parent undertakings	7,815	14,624
	<u>7,815</u>	<u>14,881</u>

As part of a group restructure, Stoll Moss Group Holding Limited forgave £256,702 of the balance owed to it by a group undertaking, SMT Leisure Limited. This amount was treated as a capital distribution (note 13).

Upon the sale of SMT Entertainment Limited to Really Useful Theatres Holding Limited, consideration was left outstanding on the inter-company account. Stoll Moss Group Holdings Limited assigned the debtor owed by Really Useful Theatres Holding Limited to The Really Useful Group Limited. Stoll Moss Group Holdings Limited subsequently forgave £55,600,000 of debt that was owed by The Really Useful Group Limited. This amount was waived along with the £38,652,683 payable to The Really Useful Group Limited (note 10). This resulted in a net dividend paid of £16,947,000 to The Really Useful Group Limited (note 12).

Really Useful Holdings Limited assigned a £49,854 receivable due to it from Really Useful Theatres Limited to Stoll Moss Group Holdings Limited in part satisfaction of the debt Really Useful Holdings Limited owes to Stoll Moss Group Holdings Limited. As part of the group restructure, Stoll Moss Group Holdings Limited waived this net receivable assigned to it. This amount was treated as a capital distribution (note 13).

Stoll Moss Group Holdings Limited

Notes to the financial statements Year ended 30 June 2013

8.(b) Debtors. amounts falling due after more than one year

	2013 £'000	2012 £'000
Amounts owed by group undertakings	-	65,651

In the prior period, the amounts owed by group undertakings included loans made to Ruby Holdings Limited and SMT Entertainment Limited. These loans have been settled as part of the group restructure. Ruby Holdings Limited assigned receivables due to it from Really Useful Theatres Limited, New London Theatre Limited, New London Theatre Properties Limited and SMT Entertainment Limited to Stoll Moss Group Holdings Limited in part satisfaction of the debt that Ruby Holdings Limited owed to the company. These balances totalled £2,110,672. These receivables were subsequently forgiven by Stoll Moss Group Holdings Limited and treated as a capital distribution (note 13).

The balance of the amount outstanding from Ruby Holdings Limited, £63,134,040 was also forgiven by Stoll Moss Group Holdings Limited. This debt waiver was recognised as a dividend paid (note 12).

The balance of the amounts owed by group undertakings was due from SMT Entertainment Limited and was settled through receipt of a dividend.

9. Creditors: amounts falling due within one year

	2013 £'000	2012 £'000
Amounts owed to subsidiary undertakings	-	6,814
Amounts owed to group undertakings	2	657
Group relief payable to group undertakings	-	557
Other creditors	-	1
	2	8,029

In the prior period, amounts owed to subsidiary undertakings included an interest free loan due to SMT Entertainment Limited. This loan has been settled via a dividend received.

As part of a group simplification, £250,139 of intercompany debt owed to a group undertaking, Way Ahead Finance Limited, was forgiven by Way Ahead Finance Limited. This amount was treated as a capital contribution (note 13).

The remaining balance represents intercompany trading balances with other group companies.

10 Creditors: amounts falling due after more than one year

	2013 £'000	2012 £'000
Term advances owed to group undertakings, due after 5 years	7,526	46,179

As part of a group restructure, £38,652,683 of term advances owed to a group undertaking, The Really Useful Group Limited, was forgiven by Stoll Moss Group Holdings Limited. This was waived along with the £55,600,000 owed from The Really Useful Group Limited (note 8a). This net waiver of £16,947,000 has been treated as dividend paid (note 12).

Stoll Moss Group Holdings Limited

Notes to the financial statements Year ended 30 June 2013

11. Called up share capital

	2013 £	2012 £
Allotted, called up and fully paid:		
1 (2012 1,750,000) A ordinary shares of £1 each	1	1,750,000
Nil (2012 1,750,000) A1 ordinary shares of £1 each	-	1,750,000
Nil (2012 46,866,313) B ordinary shares of £1 each	-	46,866,313
	<u>1</u>	<u>50,366,313</u>

As part of a group restructure, the company reduced its share capital by special resolution on 27 July 2012, supported by a solvency statement

12. Dividends paid

	£'000
Waiver of debt owed to The Really Useful Group Limited (note 8a)	(55,600)
Waiver of debt owed by The Really Useful Group Limited (note 10)	38,653
Waiver of debt owed to Ruby Holdings Limited (note 8b)	(63,134)
	<u>(80,081)</u>

Stoll Moss Group Holdings Limited has waived intercompany debt, which take the effect of a dividend paid to group companies

13. Profit and loss account

	£'000
At 2 July 2012	65,355
Reduction in share capital (note 11)	50,366
Retained loss for the period	(33,186)
Dividends paid (note 12)	(80,081)
Capital contribution (note 9)	250
Capital distribution (note 8)	(2,417)
	<u>287</u>
At 30 June 2013	

14. Reconciliation of movements in shareholder's funds

	2013 £'000	2012 £'000
Opening shareholder's funds	115,721	104,288
Retained (loss)/profit for the period	(33,186)	11,433
Capital contribution (note 9)	250	-
Capital distribution (note 8)	(2,417)	-
Dividends paid (note 12)	(80,081)	-
	<u>287</u>	<u>115,721</u>
Closing shareholder's funds		

Stoll Moss Group Holdings Limited

Notes to the financial statements **Year ended 30 June 2013**

15. Ultimate controlling parties

The immediate parent company is The Really Useful Group Limited, a company incorporated in the United Kingdom

The ultimate parent company and the parent company of the smallest and largest group for which group accounts are prepared and of which the company is a member, is Really Useful Group Investments Limited, a company incorporated in the United Kingdom and registered in England and Wales. A copy of the group accounts of Really Useful Group Investments Limited may be obtained from Companies House, Crown Way, Mandy, Cardiff, CF14 3UZ

The ultimate controlling party is The Lord Lloyd Webber, who is the owner of the ultimate parent company

16. Related party transactions

The company has taken advantage of exemptions from disclosures granted by FRS 8 *Related Party Disclosures*, not to disclose transactions with other group companies. The exemptions taken relate to the disclosure of intra-company transactions only